

NOV 22 '10 -4 37 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

November 18, 2010

Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27805. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Penguin Logistics LLC d/b/a MHF Services  
4500 Brooktree Road  
Suite 200  
Wexford, PA 15090

A description of the railroad equipment covered by the enclosed document is for fifty one (51) gondola cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(PELO001)

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ASSIGN. NO. PELO001

## MEMORANDUM OF LEASE

SUNNYVALE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28<sup>th</sup> day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Penguin Logistics LLC, d/b/a MHF Services ("Lessee"), a Delaware limited liability company.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 7, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENTBy: Susan GrokulskaName: SUSAN GROKULSKY  
ASSISTANT DIRECTORTitle: OF DOCUMENTATION Executed on this 28<sup>th</sup> day of October, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COCK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of October, 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-5-2012  
(Notary Public)

LESSEE:

PENGUIN LOGISTICS LLC

By: 

Name: JARED STANGO

Title: CEO

ATTEST:

By: Constance Kelly

Name: Constance Kelly

Title: Acctg Mgr

Executed on this 19<sup>th</sup> day of OCT, 2010.

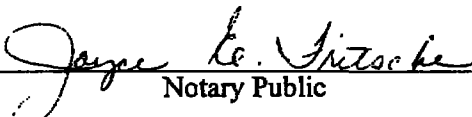
[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Lawrence

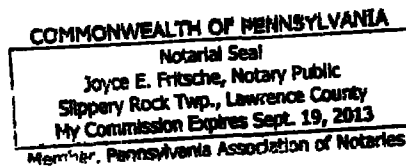
I, Joyce E. Fritsche, a Notary Public of the County and State aforesaid, certify that Jared Stango personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of Oct, 2010.

  
Notary Public

Commission Expires:

9.19.2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifty-one (51)

DESCRIPTION OF CARS:    110-ton, 2743 cubic foot capacity mill gondola railcars, 52'06" in length with  
5' 06" side height and 286,000 lbs. GWR.

CAR NUMBERS:

FURX 320085	FURX 320991
FURX 320103	FURX 320995
FURX 320135	FURX 320997
FURX 320158	FURX 321000
FURX 320176	FURX 321001
FURX 320197	FURX 321004
FURX 320601	FURX 321006
FURX 320631	FURX 321007
FURX 320652	FURX 321008
FURX 320670	FURX 321009
FURX 320677	FURX 321012
FURX 320686	FURX 321013
FURX 320788	FURX 321015
FURX 320799	FURX 321019
FURX 320803	FURX 321021
FURX 320912	FURX 321023
FURX 320913	FURX 321024
FURX 320950	FURX 321028
FURX 320955	FURX 321029
FURX 320960	FURX 321031
FURX 320961	FURX 321032
FURX 320963	FURX 321034
FURX 320969	FURX 321036
FURX 320970	FURX 321038
FURX 320981	FURX 321042
FURX 320989	